

Corbin B. Gordon (Utah Bar No. 9194)
345 West 600 South, Suite 108
Heber City, Utah 84032
Telephone: (435) 657-0984
Facsimile: (888) 822-8796

Proposed Special Counsel for Debtors and
Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors.)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC))	
)	

**DECLARATION OF CORBIN B. GORDON PURSUANT TO 11 U.S.C. § 329(a) AND
FED. R. BANKR. P. 2014(a) AND 2016(a) IN SUPPORT OF DEBTORS'
APPLICATION PURSUANT TO BANKRUPTCY CODE SECTION 327(e)
TO EMPLOY CORBIN B. GORDON AS SPECIAL COUNSEL**

The undersigned, Corbin B. Gordon, hereby declares as follows:

1. I am a duly licensed and practicing attorney in the State of Utah. I am admitted to practice in the United States District Courts for the Tenth District, the United States Courts of Appeals for the Tenth Circuits; and in other courts. To the best of my knowledge based upon the inquiries described below, the following statements are true.

2. My representation of Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC ("Mezzanine"), and Easy Street Holding, LLC ("Holding") (together, Partners, Mezzanine, and Holding will be referred to as the "Debtors") commenced on March 13, 2009.

3. I have received from the Debtor and reviewed the following materials, which contain names and addresses of creditors, members, and other parties: (a) a list of creditors of the Debtors, including secured creditors, and (b) the identity of Holding's members and the owners of Holding's members. I have conducted a review of potential conflicts on the names of these entities.

4. Based on information I have been able to obtain so far, I have determined that I have the connections listed below with the Debtors and other parties specified in Bankruptcy Rule 2014(a). Insofar as I have been able to determine, with the assistance my employees, I do not currently represent any party in interest in any matter related to the Debtors. Although I may have represented a party in interest in other matters, as more fully set forth below, I believe none of these connections disqualify me from employment by the Debtors or prevent me from representing the Debtors in these cases.

a. Disclose representations of creditors, members, affiliates of the Debtors:
None.

5. Insofar as I am aware, I have no connections with the office of the United States Trustee or its staff which prevent me from being employed as special counsel for the Debtors.

6. I am not and have not been an equity security holder of the Debtors.

7. I am not and have not been an insider of the Debtors. I am not a member or manager of any of the Debtors, person in control of any of the Debtors, in a partnership in which

any of the Debtors is a general partner, or relative of a member, manager, or person in control of the Debtors.

8. I am not and have not been an investment banker for any outstanding security of the Debtors or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of any of the Debtors.

9. I am not and have not been a director, officer, or employee of any of the Debtors or of an investment banker specified in 11 U.S.C. § 101(14)(B) or (C).

10. Insofar as I have been able to determine and as explained above, I do not have an interest materially adverse to the interest of any of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or an investment banker of any security of the Debtors or for any other reason.

11. Based upon the foregoing, insofar as I have been able to determine, I do not represent or hold an interest adverse to any of the Debtors or any of the Debtors' estates, all within the meaning of 11 U.S.C. § 327(e), and the proposed employment of me is proper under 11 U.S.C. §§ 327(e).

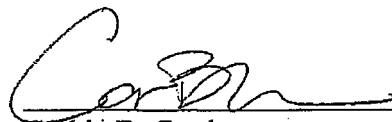
12. I believe that I have no disqualifying connections within the meaning of Bankruptcy Rule 5002, which provides that a bankruptcy judge may not approve the employment of a person as an attorney pursuant to section 327 if that person is or has been so connected with such judge as to render the employment improper.

13. In the year prior to September 14, 2009, I provided legal services to the Debtors in connection with lease issues in the Gateway Center, Park City, Utah, including UOSH

compliance issues. For my services and expenses incurred, I received \$ 5,994.00 during this period, with monthly payments from June 2009 to September 2009. I hold no money as a retainer for my representation of the Debtors in their reorganization cases, subject to application and allowance under applicable bankruptcy law. I have not been paid any other amounts in connection with these cases and I have not agreed to share compensation or reimbursement other than with other attorneys with whom I have a partnership as permitted by section 504 of the Bankruptcy Code. Subject to the Court's approval of fees and expenses under applicable bankruptcy law, I will charge the Debtor for my legal services on an hourly basis in accordance with my ordinary and customary hourly rates for cases of this nature as in effect on the date services are rendered. My hourly billing rates are generally increased annually on January 1. The local hourly billing for me is \$200.00 per hour. I am a sole practitioner and will not utilize any staff, associates, or paralegals in my representation.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

DATED this 7th day of October, 2009.


Corbin B. Gordon